

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> , Debtor. ¹	PROMESA Title III Case No. 17 BK 3283-LTS (Jointly Administered)
In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO. Debtor.	PROMESA Title III Case No. 17 BK 3566-LTS (Jointly Administered)

**ORDER (A) ESTABLISHING PRE-SOLICITATION
PROCEDURES FOR CERTAIN HOLDERS OF RETIREMENT
BENEFIT CLAIMS, (B) ESTABLISHING PROCEDURES AND DEADLINES
FOR SUBMISSION OF INFORMATION NECESSARY FOR SOLICITATION
OF ACCEPTANCE OR REJECTION OF PLAN OF ADJUSTMENT,
AND (C) APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the Debtors' *Motion for (A) Establishing Pre-Solicitation Procedures for Certain Retirement Beneficiaries of the Commonwealth of Puerto Rico, (B) Establishing Procedures and*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Deadlines By Which Such Beneficiaries Can Submit Information Necessary for Solicitation of Acceptance or Rejection of Plan of Adjustment, and (C) Approving Form and Manner of Notice Thereof, dated February 11, 2020 (the “Motion”);² and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Motion and the relief requested therein under the circumstances and that no other or further notice is required; and the Court having reviewed the Motion and having heard the statements of counsel in support of the Motion at a hearing held before the Court (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been resolved as set forth herein, or withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. The Return Date Notice, substantially in the form annexed hereto as **Exhibit 1-A**, the Reminder Notice, substantially in the form annexed hereto as **Exhibit 1-B**, and the Information Form, substantially in the form annexed hereto as **Exhibit 2**, are approved.
3. The Return Date by which Employee Claimants must submit the Information Form with the Requested Information to Prime Clerk is **April 30, May 7, 2020**.
4. All Information Forms must: (i) be written in English or Spanish; (ii) include an original or electronic signature of the Employee Claimant or an authorized agent of the Employee

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

Claimant; and (iii) substantially conform to the Information Form. The Debtors will endeavor to process Information Forms received after the Return Date, but are not obligated to do so, and failure to do so shall not constitute failure to provide adequate notice with respect to the Debtors' solicitation of votes to accept or reject the Plan.

5. **All Information Forms shall be delivered to and received by Prime Clerk no later than 4:00 p.m. (Atlantic Standard Time) on the Return Date.** Information Forms delivered by first class mail should be sent to: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708; and Information Forms delivered by overnight courier or hand delivery should be sent to any of the following: (a) Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY ~~41232~~11232; (b) José V. Toledo Federal Building & US Courthouse, 300 Recinto Sur Street, San Juan, PR 00901; (c) MCS Building, Suite 222 A, 880 Tito Castro Avenue, Ponce, PR 00716-4732; (d) Federico Degetau Federal Building and Clemente Ruiz Nazario U.S. Courthouse, 150 Carlos Chardón Street, San Juan, Puerto Rico; 00918-1767; (e) Aerotek Añasco Bianca Convention Center, Carr 2 KM 143, Suite 3, Añasco, PR 00610; (f) Oceana HUB Center, 2 Calle Acerina, Caguas, PR 00725, or (g) such other locations in the Commonwealth the Debtor establishes, which shall be listed in the Return Date Notice. Alternatively, Information Forms may be submitted electronically through the Debtor's case management site at the following address: <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index/>. Prime Clerk **shall not** accept Information Forms by facsimile, telecopy, or email; provided, however, they may be submitted through Prime Clerk's website (listed in the preceding sentence).

6. The Debtors' proposed procedures for serving and publishing the Bar Date Notice and the Reminder Notice comply with the requirements of PROMESA, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Local Bankruptcy Rules, made applicable in this Title III Case pursuant to the *Tenth Amended Notice, Case Management and Administrative Procedures* Case No. 17-3283, Docket No. 8027, and are hereby approved.

7. The pre-solicitation procedures described herein provide adequate notice with respect to the submission of information by holders of retirement benefit claims to the Debtors for the purpose of the Debtors' solicitation of votes to accept or reject the Plan for Employee Claimants.

8. In accordance with Bankruptcy Rule 2002, the Debtors, through Prime Clerk, are authorized and directed to cause a copy of the Return Date Notice along with an Information Form, to be sent by United States Postal Service first-class mail, postage prepaid, to each Employee Claimant for whom the Debtors have a mailing address and require additional information to assist in calculating such Employee Claimant's claim amount, on or before March 12, 2020.

9. 8. In accordance with Bankruptcy Rule 2002, the Debtors, through Prime Clerk, are authorized and directed to cause a copy of a notice, substantially in the form of the Reminder Date Notice, to be published, on or before March 19, 12, 2020, in (a) *El Nuevo Día* in Spanish (primary circulation is in Puerto Rico), (b) *Caribbean Business* in English (primary circulation is in Puerto Rico), (c) *El Diario* and *El Nuevo Herald*, both in Spanish (primary circulation is in New York and Miami, respectively), (d) *El Vocero* in Spanish (primary circulation is in Puerto Rico), and (e) *Primera Hora* in Spanish (primary circulation is in Puerto Rico).

10. ~~9.~~ In accordance with Bankruptcy Rule 2002, the Debtors, through Prime Clerk, are authorized and directed to cause a copy of another publication notice, substantially in the form of the Reminder Notice, to be published, on a date that is no fewer than fourteen (14) days prior to the Return Date.

11. ~~10.~~ The Return Date Notice, the Reminder Notice, and the Information Form shall be posted and available for download, free-of-charge on the Debtors' case website, <https://cases.primeclerk.com/puertorico/>.

12. ~~11.~~ This Order is without prejudice to the rights, claims, objections, counterclaims, offsets, recoupments, and defenses of the Debtor with respect to any claim or duplicate claim submitted in connection with these procedures, and nothing herein shall be deemed to allow or compel payment of any claim.

13. ~~12.~~ Notwithstanding any applicability of any Bankruptcy Rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. ~~13.~~ The Debtors and the Oversight Board, as the Debtors' representative, are authorized to take all actions, and to execute all documents, necessary or appropriate, to effectuate the relief granted in this Order in accordance with the Motion.

15. ~~14.~~ The Court retains exclusive jurisdiction to hear and determine any and all disputes related to or arising from the implementation, interpretation and enforcement of this Order.

Dated: _____, 2020

Honorable Laura Taylor Swain
United States District Judge

Exhibit 1-A

Return Date Notice

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> , Debtor. ¹	PROMESA Title III No. 17 BK 3283-LTS (Jointly Administered)
In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO. Debtor.	PROMESA Title III Case No. 17 BK 3566-LTS (Jointly Administered)

**NOTICE OF DEADLINE FOR SUBMITTING INFORMATION FORMS
FOR RETIREMENT BENEFICIARIES OF THE COMMONWEALTH
OF PUERTO RICO AND THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO**

**TO ALL PARTICIPANTS OF THE EMPLOYEES RETIREMENT SYSTEM FOR THE
GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO (“ERS”), THE
JUDICIARY RETIREMENT SYSTEM FOR THE COMMONWEALTH OF PUERTO**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

RICO (“JRS”), AND THE PUERTO RICO TEACHER’S RETIREMENT SYSTEM (“TRS”), PLEASE TAKE NOTICE OF THE FOLLOWING:

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) has filed the *Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* [Case No. 17-bk-3283, ECF No. 8765] (as amended or modified from time to time and including all exhibits thereto, the “Plan”) and a related disclosure statement [Case No. 17-bk-3283, ECF No. 8766] (as amended or modified from time to time and including all exhibits thereto, the “Disclosure Statement”)² pursuant to which the Commonwealth of Puerto Rico (the “Commonwealth”) (together with ERS, the “Debtors”) and the Puerto Rico Public Buildings Authority (“PBA”) seek to adjust their debts under Title III of the *Puerto Rico Oversight, Management, and Economic Stability Act*.³

To solicit certain information from certain holders of retirement benefits claims (“Employee Claimants”)⁴ for which the Debtors have incomplete or outdated information, the Oversight Board is providing this notice (the “Notice”), as well as disseminating the Notice in publications of widespread circulation, to current and former residents of the Commonwealth.

You may be a current or former participant of ERS, JRS, or TRS, and you may be required to submit a form with information the Debtors are currently missing (the “Information Form”), including: (a) name; (b) mailing address; (c) email address; (d) date of birth; (e) gender; (f) social security number⁵; and (g) employment information (collectively, the “Requested Information”). The Debtors request that, if at all possible, you submit your Information Form electronically on the website hosted by the Debtors’ claims and solicitation agent, Prime Clerk LLC (the “Claims Agent”), at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.

² The Debtors and PBA anticipate filing an amended Plan and Disclosure Statement on or before February 28, 2020.

³ PROMESA is codified at 48 U.S.C. §§ 2101–2241. The Class number containing the retirement benefits claims may be changed therein.

⁴ In the Plan filed at Case No. 17-bk-3283, ECF No. 8765, Class 25 constitutes the claims of Employee Claimants. The Class number(s) constituting the claims of Employee Claimants may change in any subsequently filed Plan.

⁵ The Debtors seek to obtain the last four digits of claimants’ social security numbers in order to match claimants with their employee records.

OVERVIEW – KEY POINTS

- This document is a legal notice concerning the Commonwealth and ERS's Title III cases.
- **The Overview on this page describes the key terms of this document. Please read the entire document carefully for further details.**
- In a Title III case under PROMESA, certain retirement beneficiaries of the Commonwealth and ERS may be entitled to vote on any plan of adjustment filed by the Commonwealth and ERS. In order for the Debtors to reduce the number of solicitation packages returned undeliverable, and ensure the claim amounts for such beneficiaries are accurately calculated, the Debtors are requesting that certain claimants submit an Information Form containing the Requested Information. This document explains how to submit Information Forms.
- A plan of adjustment is a document that explains how the Debtors propose to pay the amounts it owes to its creditors. This plan is available for creditors to review at <https://cases.primeclerk.com/puertorico/>.
- **If you are required to submit an Information Form, you must do so by April 30, May 7, 2020 at 4:00 p.m., Atlantic Standard Time. An Information Form is provided with this document.**
- Information Forms may be submitted by (a) electronically submitting on the Claims Agent's website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>, or (b) mail or hand delivery to the addresses provided in Section 5 of this document. **The Debtors request that, if at all possible, you submit your Information Form electronically on the Claims Agent's website.**
- After reading this document, if you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com. Please note that the people answering the phone number are not able to provide legal advice. If you have questions about your legal rights, including whether you need to submit an Information Form, you should talk to an attorney.

Section 1 – The Return Date

On _____ 2020, the United States District Court for the District of Puerto Rico (the “District Court”) entered an order (the “Pre-Solicitation Procedures Order”) in the Debtors’ Title III cases fixing the deadlines to submit Information Forms by **4:00 p.m. (Atlantic Standard Time) on April 30, May 7, 2020** (the “Return Date”).

Section 2 – Who MUST Submit an Information Form

If you are an Employee Claimant, you **MUST** submit an **Information Form**, or the Debtors may be unable to solicit your vote on the plan of adjustment filed by the Oversight Board on behalf of the Debtors.

A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should submit an Information Form.

Section 3 – Consequences of Failure to Submit an Information Form by the Return Date

ANY HOLDER OF A CLAIM WHO FAILS TO TIMELY SUBMIT AN INFORMATION FORM MIGHT NOT RECEIVE BALLOTING MATERIALS TO VOTE ON THE DEBTORS’ PLAN, AND IN THAT EVENT SHALL BE BARRED FROM ASSERTING THE SOLICITATION PROCEDURES IN CONNECTION WITH THE PLAN IN CONNECTION WITH CLAIMS HELD BY RETIREMENT BENEFICIARIES WERE INADEQUATE.

Section 4 – What to Submit

Each Information Form, to be properly submitted pursuant to this Notice, shall: (i) be written in English or Spanish; (ii) include an original or electronic signature of the claimant or an authorized agent of the claimant; and (iii) substantially conform to the Information Form approved by the Pre-Solicitation Procedures Order.

The Information Form can be obtained, as well as submitted, on the website established and maintained by the Claims Agent at <https://cases.primeclerk.com/puertorico/>.

Section 5 – Where and How to Submit

All Information Forms shall be submitted with the claims and noticing agent, Prime Clerk LLC (the “Claims Agent”) pursuant to the procedures provided herein **so as to actually be received** on or before the Return Date.

Information Forms may be submitted through any of the following methods:

- (i) **electronically**, by completing the Information Form on the Claims Agent’s website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>;

- (ii) if delivered **by first class mail**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708;
- (iii) if **by overnight courier**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; or
- (iv) if **by hand delivery**, at any of the following ~~address~~addresses: (a) Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; or (b) the following locations in the Commonwealth, available during the listed dates and times:

Locations in the Commonwealth
Accepting Information Forms by Hand Delivery⁶
All locations are available from [] to []
(except weekends and Court Holidays)

<u>Address</u>	<u>Hours (AST)</u>
<u>José V. Toledo Federal Building & US Courthouse</u> <u>Clerk's Office</u> <u>300 Recinto Sur Street</u> <u>San Juan, PR 00901</u>	<u>M-F</u> <u>8:00 a. m.</u> <u>to</u> <u>5:00 p. m.</u>
<u>Federico Degetau Federal Building and Clemente Ruiz Nazario U.S. Courthouse</u> <u>Clerk's Office</u> <u>150 Carlos Chardón Street,</u> <u>San Juan, Puerto Rico, 00918-1767</u>	<u>M-F</u> <u>8:30 a. m.</u> <u>to</u> <u>3:30 p. m.</u>
<u>MCS Building, Suite 222 A</u> <u>Bankruptcy Court Clerk's Office</u> <u>880 Tito Castro Avenue</u> <u>Ponce, PR 00716-4732</u>	<u>M-F</u> <u>8:00 a. m.</u> <u>to</u> <u>5:00 p. m.</u>
<u>Aerotek Añasco</u> <u>Bianca Convention Center</u> <u>Carr 2 KM 143, Suite 3</u> <u>Añasco, PR 00610</u>	<u>M-F</u> <u>8:30 a. m.</u> <u>to</u> <u>5:00 p. m.</u>
<u>Oceana HUB Center</u> <u>2 Calle Acerina</u> <u>Caguas, PR 00725</u>	<u>M-F</u> <u>8:30 a. m.</u> <u>to</u> <u>5:00 p. m.</u>

⁶ The Debtors reserve the right to amend the locations accepting proofs of claim by hand delivery.

Information Forms sent by facsimile, telecopy, or electronic mail transmission will not be accepted; provided, however, they may be submitted through Prime Clerk's website: <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.

The Debtors request that, if at all possible, you submit your Information Form electronically on the Claims Agent's website.

Section 6 – Additional Information

The Pre-Solicitation Procedures Order may be downloaded and examined free of charge from the Claims Agent website, <https://cases.primeclerk.com/puertorico/>.

If you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com.

Dated: March __, 2020

Return Date Notice – Spanish Translation

[Spanish Translation To Be Provided]

Exhibit 1-B

Reminder Notice

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:	PROMESA Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> , Debtor. ¹	No. 17 BK 3283-LTS (Jointly Administered)
In re:	PROMESA Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO. Debtor.	Case No. 17 BK 3566-LTS (Jointly Administered)

**NOTICE OF DEADLINE FOR SUBMITTING INFORMATION FORMS
FOR RETIREMENT BENEFICIARIES OF THE COMMONWEALTH
OF PUERTO RICO AND THE EMPLOYEES RETIREMENT SYSTEM OF
THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO**

FINAL REMINDER

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

TO ALL PARTICIPANTS OF THE EMPLOYEES RETIREMENT SYSTEM FOR THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO (“ERS”), THE JUDICIARY RETIREMENT SYSTEM FOR THE COMMONWEALTH OF PUERTO RICO (“JRS”), AND THE PUERTO RICO TEACHER’S RETIREMENT SYSTEM (“TRS”), PLEASE TAKE NOTICE OF THE FOLLOWING:

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) has filed the *Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* [Case No. 17-bk-3283, ECF No. 8765] (as amended or modified from time to time and including all exhibits thereto, the “Plan”) and a related disclosure statement [Case No. 17-bk-3283, ECF No. 8766] (as amended or modified from time to time and including all exhibits thereto, the “Disclosure Statement”)² pursuant to which the Commonwealth of Puerto Rico (the “Commonwealth”) (together with ERS, the “Debtors”) and the Puerto Rico Public Buildings Authority (“PBA”) seek to adjust their debts under Title III of the *Puerto Rico Oversight, Management, and Economic Stability Act*.³

To solicit certain information from certain holders of retirement benefits claims (“Employee Claimants”)⁴ for which the Debtors have incomplete or outdated information, the Oversight Board is providing this notice (the “Notice”), as well as disseminating the Notice in publications of widespread circulation, to current and former residents of the Commonwealth.

You may be a current or former participant of ERS, JRS, or TRS, and you may be required to submit a form with information the Debtors are currently missing (the “Information Form”), including: (a) name; (b) mailing address; (c) email address; (d) date of birth; (e) gender; (f) social security number⁵; and (g) employment information (collectively, the “Requested Information”). The Debtors request that, if at all possible, you submit your Information Form electronically on the website hosted by the Debtors’ claims and solicitation agent, Prime Clerk LLC (the “Claims Agent”), at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.

² The Debtors and PBA anticipate filing an amended Plan and Disclosure Statement on or before February 28, 2020.

³ PROMESA is codified at 48 U.S.C. §§ 2101–2241. The Class number containing the retirement benefits claims may be changed therein.

⁴ In the Plan filed at Case No. 17-bk-3283, ECF No. 8765, Class 25 constitutes the claims of Employee Claimants. The Class number(s) constituting the claims of Employee Claimants may change in any subsequently filed Plan.

⁵ The Debtors seek to obtain the last four digits of claimants’ social security numbers in order to match claimants with their employee records.

OVERVIEW – KEY POINTS

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- A plan of adjustment is a document that explains how the Debtors propose to pay the amounts it owes to its creditors. This plan is available for creditors to review at <https://cases.primeclerk.com/puertorico/>.
- **If you are required to submit an Information Form, you must do so by April 30, May 7, 2020 at 4:00 p.m., Atlantic Standard Time.** An Information Form is provided with this document.
- Information Forms may be submitted by (a) electronically submitting on the Claims Agent's website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>, or (b) mail or hand delivery to the addresses provided in Section 5 of this document. **The Debtors request that, if at all possible, you submit your Information Form electronically on the Claims Agent's website.**
- After reading this document, if you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com. Please note that the people answering the phone number are not able to provide legal advice. If you have questions about your legal rights, including whether you need to submit an Information Form, you should talk to an attorney.

Section 1 – The Return Date

On _____ 2020, the United States District Court for the District of Puerto Rico (the “District Court”) entered an order (the “Pre-Solicitation Procedures Order”) in the Debtors’ Title III cases fixing the deadlines to submit Information Forms by **4:00 p.m. (Atlantic Standard Time) on April 30, May 7, 2020** (the “Return Date”).

Section 2 – Who MUST Submit an Information Form

If you are an Employee Claimant, you **MUST** submit an **Information Form**, or the Debtors may be unable to solicit your vote on the plan of adjustment filed by the Oversight Board on behalf of the Debtors.

A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should submit an Information Form.

Section 3 – Consequences of Failure to Submit an Information Form by the Return Date

ANY HOLDER OF A CLAIM WHO FAILS TO TIMELY SUBMIT AN INFORMATION FORM MIGHT NOT RECEIVE BALLOTING MATERIALS TO VOTE ON THE DEBTORS’ PLAN, AND IN THAT EVENT SHALL BE BARRED FROM ASSERTING THE SOLICITATION PROCEDURES IN CONNECTION WITH THE PLAN IN CONNECTION WITH CLAIMS HELD BY RETIREMENT BENEFICIARIES WERE INADEQUATE.

Section 4 – What to Submit

Each Information Form, to be properly submitted pursuant to this Notice, shall: (i) be written in English or Spanish; (ii) include an original or electronic signature of the claimant or an authorized agent of the claimant; and (iii) substantially conform to the Information Form approved by the Pre-Solicitation Procedures Order.

The Information Form can be obtained, as well as submitted, on the website established and maintained by the Claims Agent at <https://cases.primeclerk.com/puertorico/>.

Section 5 – Where and How to Submit

All Information Forms shall be submitted with the claims and noticing agent, Prime Clerk LLC (the “Claims Agent”) pursuant to the procedures provided herein **so as to actually be received** on or before the Return Date.

Information Forms may be submitted through any of the following methods:

- (i) **electronically**, by completing the Information Form on the Claims Agent’s website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>;

- (ii) if delivered **by first class mail**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk LLC, Grand Central Station, PO Box 4708, New York, NY 10163-4708;
- (iii) if **by overnight courier**, at the following address: Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; or
- (iv) if **by hand delivery**, at any of the following ~~address~~addresses: (a) Puerto Rico Retirement Benefit Information Processing Center, c/o Prime Clerk, LLC, 850 Third Avenue, Suite 412, Brooklyn, NY 11232; or (b) the following locations in the Commonwealth, available during the listed dates and times:

Locations in the Commonwealth
Accepting Information Forms by Hand Delivery⁶
All locations are available from [] to []
(except weekends and Court Holidays)

<u>Address</u>	<u>Hours (AST)</u>
<u>José V. Toledo Federal Building & US Courthouse</u> <u>Clerk's Office</u> <u>300 Recinto Sur Street</u> <u>San Juan, PR 00901</u>	<u>M-F</u> <u>8:00 a. m.</u> <u>to</u> <u>5:00 p. m.</u>
<u>Federico Degetau Federal Building and Clemente Ruiz Nazario U.S. Courthouse</u> <u>Clerk's Office</u> <u>150 Carlos Chardón Street,</u> <u>San Juan, Puerto Rico, 00918-1767</u>	<u>M-F</u> <u>8:30 a. m.</u> <u>to</u> <u>3:30 p. m.</u>
<u>MCS Building, Suite 222 A</u> <u>Bankruptcy Court Clerk's Office</u> <u>880 Tito Castro Avenue</u> <u>Ponce, PR 00716-4732</u>	<u>M-F</u> <u>8:00 a. m.</u> <u>to</u> <u>5:00 p. m.</u>
<u>Aerotek Añasco</u> <u>Bianca Convention Center</u> <u>Carr 2 KM 143, Suite 3</u> <u>Añasco, PR 00610</u>	<u>M-F</u> <u>8:30 a. m.</u> <u>to</u> <u>5:00 p. m.</u>
<u>Oceana HUB Center</u> <u>2 Calle Acerina</u> <u>Caguas, PR 00725</u>	<u>M-F</u> <u>8:30 a. m.</u> <u>to</u> <u>5:00 p. m.</u>

⁶ The Debtors reserve the right to amend the locations accepting proofs of claim by hand delivery.

Information Forms sent by facsimile, telecopy, or electronic mail transmission will not be accepted; provided, however, they may be submitted through Prime Clerk's website: <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>.

The Debtors request that, if at all possible, you submit your Information Form electronically on the Claims Agent's website.

Section 6 – Additional Information

The Pre-Solicitation Procedures Order may be downloaded and examined free of charge from the Claims Agent website, <https://cases.primeclerk.com/puertorico/>.

If you require additional information regarding this Notice, you may contact the Claims Agent at (844) 822-9231 (toll free for U.S. and Puerto Rico) or (646) 486-7944 (for international callers), available 10:00 a.m. to 7:00 p.m. (Atlantic Standard Time) (Spanish available), or by email at puertoricoinfo@primeclerk.com.

Dated: March __, 2020

Reminder Notice – Spanish Translation

[Spanish Translation To Be Provided]

Exhibit 2

Information Form

Commonwealth of Puerto Rico Employee Information Questionnaire

Cuestionario de Información de los Empleados del Estado Libre Asociado de Puerto Rico

NAME / Nombre: <MERGE FIELD>

ADDRESS / Dirección: <MERGE FIELD>

Part 1:

Employee Contact Information: Is your name and address, listed above, correct?

Información de Contacto del Empleado: ¿Su nombre y dirección están correctos según aparecen en la sección anterior?

If YES, please skip to Part 2. Si contestó Sí, pase a la pregunta 3.

If NO, please complete Part 1 (Items 1 and 2) below. Si contestó NO, completar preguntas 1 y 2.

1. Employee Name:
Nombre del Empleado:

2. Employee Address:
Dirección del Empleado:

Part 2:

Email Address: If you have an email address, please provide it below.

Correo Electrónico: Si tiene una dirección de correo electrónico, por favor proveerla en esta sección.

3. Email Address:
Correo Electrónico:

Part 3:

Demographic Information: Please complete the section below.

Información demográfica: Por favor completar la siguiente sección.

4. Birth Date and Year:
Fecha y Año de Nacimiento:

5. Gender: Male / Female:
Género: Masculino / Femenino:

Part 4:

Identification information: Please complete the section below.

Información de Identidad: Por favor completar la siguiente sección.

6. Last Four Digits of Your Social Security Number:

Los últimos cuatro dígitos de su número de seguro social:

Part 5:

Employment Information: If you were, or currently are, an employee of any Agency, Department, Public Corporation, Municipality, or other Public Employer of the Commonwealth of Puerto Rico, please provide the following (attach additional pages if necessary):

Información de Empleo: Si usted fue, o actualmente es, empleado de cualquier agencia, departamento, corporación pública, municipio u otro empleador público del Estado Libre Asociado de Puerto Rico, proporcione lo siguiente (adjunte páginas adicionales si es necesario):

Employer / Empleador (Identify the Agency, Department, Public Corporation, Municipality, or other Public Employer of the Commonwealth of Puerto Rico) (Identifique la agencia, departamento, corporación pública, municipio u otro empleador público del Estado Libre Asociado de Puerto Rico)	Hire Date(s) Fecha(s) de Contratación	Termination Date(s) (if currently employed by such employer, write "Active") Fecha(s) de terminación (Si está empleado actualmente por ELA, escriba "Activo")

Instructions

The Financial Oversight and Management Board for Puerto Rico has filed voluntary petitions under the *Puerto Rico Oversight, Management, and Economic Stability Act* ("PROMESA"), initiating Title III cases under PROMESA for the Commonwealth of Puerto Rico, **Puerto Rico Sales Tax Financing Corporation, and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, Puerto Rico Highways and Transportation Authority, Puerto Rico Electric Power Authority, and the Puerto Rico Public Buildings Authority** (the "Debtors").

The Debtors are sending you this form to gather information to assist in providing proper notice in connection with the solicitation of a plan of adjustment and a tally of votes in connection with the same. Failure to return this form by the Return Date **does not** mean that you will be barred (i) from receiving benefits, if ultimately entitled, or (ii) casting a ballot in connection with the Debtors' solicitation of votes in support of confirmation of a plan, if eligible.

Please complete and return this Information Form **by 4:00 p.m. (AST) on May 7, 2020** through any of the following methods:

- (i) **Electronically:** Complete the Information Questionnaire on Prime Clerk's website at <https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index>
- (ii) **Mail:** Send by first class mail, at the following address:

Puerto Rico Retirement Benefit Information Processing Center
c/o Prime Clerk LLC
Grand Central Station
PO Box 4708
New York, NY 10163-4708
- (iii) **Overnight Courier / Hand Delivery:** Send by overnight courier **to or by** hand delivery **at the address above in (ii) or the following address locations in the Commonwealth:**

Puerto Rico Retirement Benefit Information Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232

Locations in the Commonwealth Accepting Information Form by Hand Delivery
All locations are available from [] to []
(except weekends and Court Holidays)

<u>Address</u>	<u>Hours (AST)</u>
<u>José V. Toledo Federal Building & US Courthouse</u> <u>Clerk's Office</u> <u>300 Recinto Sur Street</u> <u>San Juan, PR 00901</u>	<u>8:00 a.m.</u> <u>to</u> <u>5:00 p.m.</u>
<u>Federico Degetau Federal Building and Clemente Ruiz</u> <u>Nazario U.S. Courthouse</u> <u>Clerk's Office</u> <u>150 Carlos Chardón Street</u> <u>San Juan, Puerto Rico, 00918-1767</u>	<u>8:30 a.m.</u> <u>to</u> <u>3:30 p.m.</u>
<u>MCS Building, Suite 222 A</u> <u>Bankruptcy Court Clerk's Office</u> <u>880 Tito Castro Avenue</u> <u>Ponce, PR 00716-4732</u>	<u>8:00 a.m.</u> <u>to</u> <u>5:00 p.m.</u>

<u>Aerotek Añasco</u> <u>Bianca Convention Center</u> <u>Carr 2 KM 143, Suite 3</u> <u>Añasco, PR 00610</u>	<u>8:30 a.m.</u> <u>to</u> <u>5:00 p.m.</u>
For a list of agencies or departments of the Commonwealth of Puerto Rico, please visit https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index .	<u>8:30 a.m.</u> <u>to</u> <u>5:00 p.m.</u>

Instrucciones

La Junta de Supervisión y Administración Financiera para Puerto Rico ha presentado peticiones voluntarias en virtud de la Ley para la Supervisión, Administración y Estabilidad Económica de Puerto Rico (Puerto Rico Oversight, Management, and Economic Stability Act, "PROMESA") y ha iniciado casos en virtud del Título III de la ley PROMESA para el Estado Libre Asociado de Puerto Rico, ~~la Corporación del Fondo de Interés Apremiante de Puerto Rico, y el Sistema de Retiro de los Empleados del Gobierno del Estado Libre Asociado de Puerto Rico, la Autoridad de Carreteras y Transportación de Puerto Rico, la Autoridad de Energía Eléctrica de Puerto Rico y la Autoridad de Edificios Públicos de Puerto Rico~~ (los "Deudores").

Los Deudores le envían este formulario para recabar información a fin de ayudar a brindar una notificación adecuada en relación con la solicitud de un plan de ajuste y el recuento de votos relacionado. En caso de no devolver este formulario antes de la Fecha de devolución, **no se le impedirá** (i) recibir beneficios, si finalmente tiene derecho a estos, o (ii) si ustedes elegible, emitir un voto en relación con la solicitud de los Deudores de votos a favor de la confirmación de un plan, si cumple los requisitos para hacerlo.

Por favor complete y envíe este formulario antes del 7 de mayo de 2020 a las 04:00 p.m. (AST) a través de cualquiera de los siguientes métodos:

- (i) **Electrónicamente:** complete el formulario en el sitio web de Prime Clerk en <https://cases.primeclerk.com/PRRetirementBenefit/EP OC-Index>
- (ii) **Correo:** envíe por correo regular de primera clase a la siguiente dirección:

Puerto Rico Retirement Benefit Information
Processing Center
c/o Prime Clerk LLC
Grand Central Station
PO Box 4708
New York, NY 10163-4708
- (iii) **Mensajería de 24 horas o entrega en persona:** envíe por mensajería de 24 horas o entrega personal a la siguiente dirección que aparece arriba en la sección (ii), o a los siguientes lugares en el Estado Libre Asociado:

~~Puerto Rico Retirement Benefit Information
Processing Center
c/o Prime Clerk, LLC
850 Third Avenue, Suite 412
Brooklyn, NY 11232~~

Lugares en el Estado Libre Asociado

Aceptando Entrega Personal

Todos los lugares están disponibles desde las [] hasta las []
(excepto fines de semana y días de fiesta por la Corte)

<u>Dirección</u>	<u>Horario (AST)</u>
<u>José V. Toledo Federal Building & US Courthouse</u> <u>Clerk's Office</u> <u>300 Recinto Sur Street</u> <u>San Juan, PR 00901</u>	<u>8:00 a.m.</u> <u>g</u> <u>5:00 p.m.</u>
<u>Federico Degetau Federal Building and Clemente Ruiz</u> <u>Nazario U.S. Courthouse</u> <u>Clerk's Office</u> <u>150 Carlos Chardón Street,</u> <u>San Juan, Puerto Rico, 00918-1767</u>	<u>8:30 a.m.</u> <u>g</u> <u>3:30 p.m.</u>

<u>MCS Building, Suite 222 A</u> <u>Bankruptcy Court Clerk's Office</u> <u>880 Tito Castro Avenue</u> <u>Ponce, PR 00716-4732</u>	<u>8:00 a.m.</u> <u>g</u> <u>5:00 p.m.</u>
<u>Aerotek Añasco</u> <u>Bianca Convention Center</u> <u>Carr 2 KM 143, Suite 3</u> <u>Añasco, PR 00610</u>	<u>8:30 a.m.</u> <u>g</u> <u>5:00 p.m.</u>
Para obtener una lista de agencias o departamentos del Estado Libre Asociado de Puerto Rico, favor visitar https://cases.primeclerk.com/PRRetirementBenefit/EPOC-Index .	<u>8:30 a.m.</u> <u>g</u> <u>5:00 p.m.</u>

Document comparison by Workshare Compare on Wednesday, February 26, 2020 2:45:00 PM

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Document 1 ID	interwovenSite://DMS/CURRENT/113633985/19
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<u>Insertion</u>	
<u>Deletion</u>	
<u>Moved from</u>	
<u>Moved to</u>	
Style change	
Format change	
<u>Moved deletion</u>	
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Deleted cell	Light red
Moved cell	Light green
Split/Merged cell	Light yellow
Padding cell	Light grey

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Format changed	0
Total changes	223